



RICHMOND LEASING COMPANY

1700 WEST LOOP SOUTH • HOUSTON, TEXAS 77027 • 713-877-8040

6-210A122

RECORDATION NO. 7848-1

Filed 1425

July 11, 1986

JUL 29 1986 -3 30 PM

RECORDATION NO. 7848-1

Filed 1425

INTERSTATE COMMERCE COMMISSION

JUL 29 1986 -3 30 PM

Secretary
Interstate Commerce Commission
Washington, D. C. 20423

INTERSTATE COMMERCE COMMISSION

Gentlemen:

In accordance with the provisions of Section 11303 of the Interstate Commerce Act and the Rules and Regulations of the Interstate Commerce Commission thereunder, there is submitted herewith for filing and recordation a Bill of Sale and Assignment and a Release of Equipment Trust Agreement of the railroad cars used or intended for use in connection with interstate commerce as follows:

1. Three (3) executed counterparts of a Bill of Sale and Assignment dated July 1, 1986, from First National Bank of Fort Worth, as Trustee, to Richmond Leasing Company; and

2. Three (3) executed counterparts of a Release of Equipment Trust Agreement dated as of July 1, 1986, executed by First National Bank of Fort Worth, as Trustee.

The address of Richmond Leasing Company is 1700 West Loop South, Suite 1500, Houston, Texas 77027, and the address of First National Bank of Fort Worth is One Burnett Plaza, Fort Worth, Texas 76010.

The Bill of Sale and Assignment and the Release of Equipment Trust Agreement have been executed in connection with an Equipment Trust Agreement dated February 1, 1975, as supplemented and filed with the Interstate Commerce Commission on April 4, 1974, and which has been assigned the following recordation number: 7848-D.

The equipment covered by the Bill of Sale and Assignment and the equipment released from the Equipment Trust Agreement is described in Exhibit A hereto.

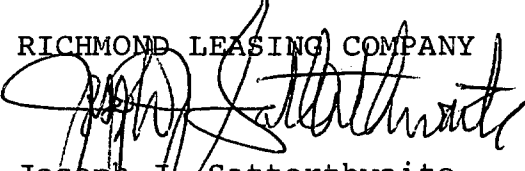
100 OFFICE OF
THE SECRETARY
JUL 29 3 22 PM '86
MOTOR OPERATING UNIT

Secretary
Interstate Commerce Commission
July 1, 1986
Page 2

Enclosed is a check to cover the recordation fee. Please return one executed copy of the enclosed material to the undersigned.

Very truly yours,

RICHMOND LEASING COMPANY



Joseph J. Satterthwaite
General Manager

JJS:lc

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Joseph J. Satterthwaite
General Manager
Richmond Leasing Company
1700 West Loop South
Houston, Texas 77027

7/30/86

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/29/86 at 3:30pm, and assigned recordation number(s). 7848-H & 7848-I

Sincerely yours,

Noreta R. McGee

Enclosure(s)

SE-30
(7/79)

BILL OF SALE AND ASSIGNMENT

JUL 29 1986 -3 30 PM

INTERSTATE COMMERCE COMMISSION

BILL OF SALE AND ASSIGNMENT dated as of the 1st day of July, 1986, by and between FIRST NATIONAL BANK OF FORT WORTH, as Trustee ("Seller"), and RICHMOND LEASING COMPANY, a Delaware corporation, ("Buyer").

W I T N E S S E T H

WHEREAS, pursuant to the provisions of the Equipment Trust Agreement dated as of February 1, 1975, as supplemented ("Equipment Trust Agreement"), by and between First National Bank of Fort Worth as Trustee, and Richmond Leasing Company (as successor to Marathon Leasing Company), Buyer has conveyed to Seller the railroad cars described in Exhibit "A" attached hereto and made a part hereof for all purposes ("Equipment");

WHEREAS, Buyer has assigned to Seller as security for the payment and performance of Buyer's obligations under the lease provided for in the Equipment Trust Agreement Buyer's interest in and to various subleases on the Equipment, including the Existing Leases (as defined in the Equipment Trust Agreement);

WHEREAS, Buyer has made to Seller all payments due or to become due to Seller under the Equipment Trust Agreement;

WHEREAS, pursuant to Section 5.05 of the Equipment Trust Agreement the lease provided therein from Seller to Buyer has been terminated and Seller has agreed to execute such instrument or instruments as reasonably shall be requested by Buyer to make clear the title of Buyer to the Equipment;

NOW, THEREFORE, in consideration of the premises and in accordance with the provisions of the Equipment Trust Agreement, Seller does hereby sell, assign and convey to Buyer all of Seller's right, title and interest in and to all Trust Equipment (as defined in the Equipment Trust Agreement) including the Equipment described in Exhibit "A" attached hereto and made a part hereof for all purposes, and Seller hereby assigns, transfers and sets over unto Buyer all of Seller's right, title and interest in, to and under any leases on the Equipment, including any interest of Seller therein as security for the payment and performance of all of the obligations of Buyer under the Equipment Trust Agreement.

THE FOREGOING ASSIGNMENT, TRANSFER AND CONVEYANCE IS MADE BY SELLER WITHOUT REPRESENTATION OR WARRANTY OF ANY KIND WHATSOEVER, AND SELLER EXPRESSLY DISCLAIMS ANY REPRESENTATION OR WARRANTY, INCLUDING, WITHOUT LIMITATION, ANY WARRANTY OF TITLE, MERCHANTABILITY, OR FITNESS FOR A PARTICULAR PURPOSE.

IN WITNESS WHEREOF, Seller has executed this instrument as of the year and date first above written.

FIRST NATIONAL BANK OF FORT WORTH

ATTEST:

Paula L. Dole

BY: *Patricia A. Rust*
NAME: PATRICIA A. RUST
TITLE: TRUST OFFICER

THE STATE OF TEXAS

§
§
§

COUNTY OF _____

BEFORE ME, the undersigned authority, on this day personally appeared PATRICIA A. RUST, to me personally known, who, being by me duly sworn, says that he is a TRUST OFFICER of FIRST NATIONAL BANK OF FORT WORTH, a Texas banking corporation, that one of the seals affixed to the foregoing instrument was signed and sealed on behalf of said bank by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 22nd day of

July, 1986.

MY COMMISSION EXPIRES:

PAM JONES, Notary Public

In and For the State of Texas

My Commission Expires 10/28/89

Pam Jones
NOTARY PUBLIC IN AND FOR THE
COUNTY OF Tarrant
THE STATE OF TEXAS

(Printed Name of Notary)